

Instrument prepared by:

VIRGINIA GAS AND OIL BOARD

Order recorded under:

**CODE OF VIRGINIA
§ 45.1-361.26**

BEFORE THE VIRGINIA GAS AND OIL BOARD

RELIEF SOUGHT: An Order for Disbursement of Escrowed Funds
(and Authorization for Direct Payment of Royalties)

JURISDICTION: *Code of Virginia* § 45.1-351. (et seq) AND § 45.1-361.22 (et seq)

UNIT/WELL NAME: 504484
TRACT(S): a portion of Tract 2
LOCATION: Dickenson County, Virginia

TAX ID NUMBER: Tax Map Numbers Found on Exhibit Tract 2 – ID 4158, 4506, 13414.

DOCKET NUMBER: VGOB-01-0821-0919-02

APPLICANTS: EQT Production Company on behalf of Larry Houston, Curtis and Mable Bise,
and Range Resources – Pine Mountain.

HEARING DATE AND LOCATION: Russell County Government Center, Lebanon, Virginia
June 14, 2011

APPEARANCES: Jim Kaiser on behalf of EQT.

PRIOR PROCEEDINGS:

1. Original Pooling Order Executed 10/02/01; Recorded 10/04/01, Deed Book 368, Page 670.
2. Supplemental Order Executed 02/13/02; Recorded 02/25/02, Deed Book 373, Page 077.
3. Disbursement Order -01 Executed 12/05/07; Recorded 12/17/07, Deed Book 446, Page 682.

NOTICE:

The Unit Operator gave notice to the Applicants that the Board would consider its disbursement petition at the June 14, 2011 hearing and consider whether to:

- (1) Amend the Pooling Order to provide for the disbursement of funds on deposit in the Escrow Account attributable to Tract 2 identified in the attached miscellaneous petition.
- (2) Delete the requirement that the Unit Operator place future royalties attributable to Tract 2 relative to the interests of the Applicants identified in the attached miscellaneous petition.
- (3) Continue the escrow account under this docket number.

FINDINGS: *Code of Virginia* § 45.1-361.22

Applicant has certified and represented to the Board that:

1. The owner of the coal estate for Tract 2 is Range Resources-Pine Mountain Inc. for the subject drilling unit.

2. The owner of the gas estate for a portion of Tract 2 is Larry Houston, and Curtis and Mable Bise for the subject drilling unit.
3. Range Resources, by letters dated March 11, 2011, March 16, 2011, waived any claims to past or to future royalties attributable to the interests of Larry Houston and Curtis and Mable Bise for Tract 2, as shown in Table 1-A and Table 1-B.

RELIEF GRANTED:

VGOB Approved Disbursement
VC-504484
VGOB-01-0821-0919-02

Table 1-A
a portion of Tract 2 (fixed payment)
(fixed payment for 09/2005 through 03/2008 per percentage testimony and 03/2008 bank statement balance)

Item	Tract	Disbursement Table	Fractional Ownership in Tract	Net Acreage Owned in Tract	Royalty Split Agreement	Escrowed Acres Disbursed	Percent of Escrowed Funds Disbursed	Disbursement Payment
		Total acreage in escrow before disbursement				6.3300		
	2	Tract 2 (total acreage)		6.33				
1	2	Curtis or Mable Bise H/W / 4218 Hwy 144 S, Glen Rose, TX 76043	not provided	0.7033	100.0%	0.7033	11.11111421%	\$ 396.01
2	2	Larry or Glenda Jo Houston H/W / 2055 Devault Bridge Rd #28, Pinev Flats, TN 37686	not provided	0.7033	100.0%	0.7033	11.11111421%	\$ 396.01
	2	Range Resources - Coal Estate (gas royalty waived)	combined	1.4066	0.0%	—	—	—

Table 1-B
a portion of Tract 2 (calculated payment)
(percentage payment for 04/2008 through current per testimony and current escrow balance minus \$3,564.05 paid in Table 1-A above)

Item	Tract	Disbursement Table	Fractional Ownership in Tract	Net Acreage Owned in Tract	Royalty Split Agreement	Escrowed Acres Disbursed	Percent of Escrowed Funds Disbursed	Disbursement Payment
		Total acreage in escrow before disbursement				5.6267		
	2	Tract 2 (total acreage)		6.33				
1	2	Curtis or Mable Bise H/W / 4218 Hwy 144 S, Glen Rose, TX 76043	not provided	0.7033	100.0%	0.7033	12.50000000%	
2	2	Larry or Glenda Jo Houston H/W / 2055 Devault Bridge Rd #28, Pinev Flats, TN 37686	not provided	0.7033	100.0%	0.7033	12.50000000%	
	2	Range Resources - Coal Estate (gas royalty waived)	combined	1.4066	0.0%	—	—	

1. The Escrow Agent is ordered, to within ten (10) days of receipt of this executed order, disburse funds for the unit and applicants detailed in Table 1.
2. The Escrow Agent is ordered to continue the Escrow Account for the Subject Drilling unit based on the attached Revised Exhibit E which replaces all prior Exhibit E's recorded for the Subject Drilling Unit.

Effective Date:

This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 17 day of April, 2012, by a majority of the Virginia Gas and Oil Board.


Bradley C. Lambert, Chairman
Virginia Gas and Oil Board

DONE AND PERFORMED this 17th day of April, 2012 BY Order of the Virginia Gas and Oil Board.

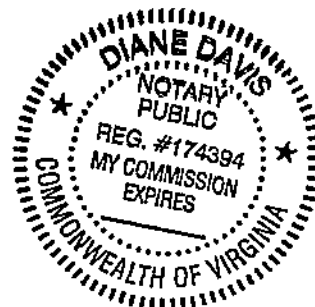

Rick Cooper, Principal Executive to the Staff
Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL)

Acknowledged on this 17th day of April, 2012, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is the Chairman of the Virginia Gas and Oil Board and Rick Cooper, being duly sworn did depose and say that he is Acting Principal Executive to the Staff of the Virginia Gas and Oil Board, that they executed the same and were authorized to do so.


Diane J. Davis, Notary Public #174394

My commission expire: 09/30/2013





VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANTS: EQT Production Company on behalf of Larry Houston,
Curtis and Mable Bise and Range Resources-Pine
Mountain Inc.

DOCKET NUMBER: VGOB 01/08/21-0919-02

RELIEF SOUGHT: Supplemental Order for Disbursement of Escrowed Funds
on behalf of Larry Houston, Curtis and Mable Bise and
Range Resources-Pine Mountain Inc.

LEGAL DESCRIPTIONS: Drilling Unit Number 504484 created by Board
Order Dated February 25, 2002, VGOB 01/08/21-0919 in
Dickenson County, Virginia.

HEARING DATE: June 14, 2011

MISCELLANEOUS PETITION

1. Party: Applicants herein are: Curtis and Mabel Bise, (hereinafter "Plaintiffs"), whose address is 4218 Hwy 144S, Glen Rose, TX 76043, Larry Houston, (hereinafter "Plaintiffs"), whose address is 2055 Devault Bridge Road #28, Piney Flats, TN 37686, and Range Resources-Pine Mountain Inc. , (hereinafter "Plaintiffs"), whose address is P.O. Box 2136, Abingdon, VA 24212.
2. Facts:
 - a. Equitable was designated as the Operator and Applicants interests were Pooled in the 504484 Unit by Order of the Virginia Gas and Oil Board (hereinafter "Board") executed on February 25, 2002, pursuant to Docket No. VGOB 01/08/21-0919 and recorded in the Circuit Court Clerk's Office Dickenson County, Virginia on February 25, 2002, Book 373 Page 077 (hereinafter "Order").
 - b. The Order and Supplemental Order required the Escrow Agent named and appointed therein to establish an interest-bearing escrow account for funds pertaining to the above-referenced Unit and subject to escrow pursuant to the terms of the Order.
 - c. The Order and Supplemental Order further required the Operator to deposit bonus and royalty payments with the Escrow agent which could not be made

because the person(s) entitled hereto could not be made certain due to conflicting claims of ownership.

- d. Range Resources-Pine Mountain, Inc. was a conflicting claimant with the above-listed Plaintiffs with regard to Tract 2 as created by Board Order as VGOB 01/08/21-0919 is the applicable Tract.
- e. To resolve this conflict, a Letter dated March 16, 2011, signed Jerry Grantham, Vice President of Range Resources-Pine Mountain, Inc. is attached hereto and incorporated herein as Exhibit "A".
- f. The amounts deposited with the Escrow Agent regarding the Unit need to be determined and distributed accordingly.
- g. Any escrow amount, not yet deposited into the escrow account, held by Operator should also be determined, and distributed to Applicants/Plaintiffs herein, accordingly.
- h. Applicants/Plaintiffs herein do hereby request that the Board enter amended supplemental order for the Unit directing the Escrow Agent and the Operator to disburse to the aforesaid Plaintiff the funds attributable to the previous conflicting claim with Pine Mountain, held in escrow for the VGOB number as listed above.
 1. The Applicants certify that the matters set forth in the application, to the best of their knowledge, information, and belief, are true and correct and that the form and content of the Application and conform to the requirements of relevant Board regulations and orders.
 2. Legal Authority: Va Code Ann. §45.1-361.1 et seq., 4 VAC 25-160, and such other regulations and Board orders promulgated pursuant to law.
 3. Relief Sought: Applicants request that the Board issue amended supplement order amending all prior orders affecting the Unit which amended supplement order will provide as follows:
 - a. Determining the amount of funds attributable to the Applicants/Plaintiffs herein.
 - b. Directing the Escrow Agent to determine the amount of funds attributable to Applicants/Plaintiffs herein, provide an accounting hereof, and disburse the funds on deposit with the Escrow Agent, including any applicable interest, pertaining to the interest in the Unit shown above for distribution.
 - c. Directing the Operator to determine the amount of funds attributable to the Applicants/Plaintiffs herein, provide an accounting thereof, and disburse the units in its hands, if any, subject to escrow but not then on deposit with the Escrow Agent, including any applicable interest, at the time of the

Supplemental Order requested therein is executed, attributable to the Applicants/Plaintiffs herein for distribution.

- d. Directing the Operator to disburse the funds, including any applicable interest, and provide an accounting thereof, which it may receive after the date of the execution of the amended supplemental order requested in the Application, if any, attributable to the Applicants/Plaintiff herein, and to discontinue the payment of such funds into Escrow.
- e. Granting such other relief as is merited by the evidence and is just and equitable whether or not such relief has been specifically requested herein.

Dated this 13th day of May, 2011.

By: 

Petitioner

Address:

Wilhoit & Kaiser
220 Broad St, Ste. 301
Kingsport, TN 37660

CERTIFICATE

The foregoing application to the best of my knowledge, information and belief is true and correct. Notice was given pursuant to Va. Code Ann. §45.1-361.19.



Petitioner

VGOB 01/08/21-0919
504484

Representing EQT Payments for Time Period 09/2005 through 03/2008

TRACT NO.	OWNER NAME and ADDRESS	SPLIT %	OWNER NET INTEREST	TOTAL NET ESCROW INTEREST	TOTAL AMOUNT PAID INTO ESCROW THRU 03/2008	OWNER % IN ESCROW 03/2008	OWNER AMOUNT IN ESCROW 03/2008
2	Curtis Bise Mable Bise HWY 4218 Hwy 144 S Glen Rose, Texas 76043	100%	0.00149583	0.01348250	Equitable Total - \$3,326.36 Bank Total per DGO - \$4,934.12	11.11111421%	\$369.60 \$548.24
2	Larry Houston Glenda Jo Houston HWY 2055 Devault Bridge Road, #28 Piney Flats, TN 37686	100%	0.00149583	0.01348250	Equitable Total - \$3,326.36 Bank Total per DGO - \$4,934.12	11.11111421%	\$369.60 \$548.24

Representing EQT Payments for Time Period 04/2008 through 03/2011

TRACT NO.	OWNER NAME and ADDRESS	SPLIT %	OWNER NET INTEREST	TOTAL NET ESCROW INTEREST	TOTAL AMOUNT PAID INTO ESCROW 04/2008 - 03/2011	OWNER % IN ESCROW 03/2011	OWNER AMOUNT IN ESCROW 03/2011
2	Curtis Bise Mable Bise HWY 4218 Hwy 144 S Glen Rose, Texas 76043	100%	0.00149583	0.01196667	Equitable Total - \$1,323.91 Bank Total per DGO - \$4,934.12	12.50000000%	\$165.46 \$616.77
2	Larry Houston Glenda Jo Houston HWY 2055 Devault Bridge Road, #28 Piney Flats, TN 37686	100%	0.00149583	0.01196667	Equitable Total - \$1,323.91 Bank Total per DGO - \$4,934.12	12.50000000%	\$165.46 \$616.77

*Division of time periods is due to prior split agreement between Wellford Dotson and Range Resources/Pine Mountain.
Release was Done and Executed by VGOB on 12/05/2007 and recorded 12/17/2007
EQT received notification and removed Wellford Dotson from escrow account on 03/25/2008



March 16, 2011

RANGE RESOURCES

Mr. Larry Houston
2055 Devault Bridge Road, #28
Piney Flats, TN 37686

Re: **Permanent Release of CBM Royalty**
Well VC-505241, VC-504484, and VC-504248
Dickenson County, Virginia

Dear Mr. Houston:

As you are aware, EQT Production Company ("EQT") has drilled the above-referenced coalbed methane gas wells on a 32.5 acre tract ("Subject Tract") under pooling orders from the Virginia Gas and Oil Board ("Board"). In the pooling order, we are listed as having conflicting claims. Range Resources - Pine Mountain, Inc. ("RRPM") is listed as claiming under a coal title, and you are listed as claiming under a gas title. The plats indicating the location of the wells within the operating unit are enclosed for your reference.

EQT, as operator of the units, has placed or will place all royalty proceeds attributable to conflicting claims into an escrow account. In order to allow release of the royalty proceeds, RRPM hereby waives any claims to past or to future royalties attributable to your interest in these wells.

By copy of this letter, RRPM is requesting EQT to initiate distribution directly to you of all current royalties, as well as all future royalties, attributable to your interests in these wells.

Please be advised that EQT may require that you demonstrate that you are the current owner of the gas estate subject to the pooling order. You should work directly with EQT on that issue.

If you have any questions, please do not hesitate to call me at 276-619-2584

Sincerely,

RANGE RESOURCES-PINE MOUNTAIN, INC.

Jerry H. Grantham
Vice President

Enclosure

cc: Kristie Shannon, EQT
Rita Barrett, EQT
Debbie Louthian, RRPM

Range Resources - Pine Mountain, Inc.
408 W. Main Street P. O. Box 2138

Abingdon, VA 24212

Tel. (276) 628-9001

Fax (276) 628-7246

Abingdon: 779328-1



March 11, 2011

RANGE RESOURCES

Mr. Curtis Bise
 Mrs. Mable Bise
 4218 Hwy 144S
 Glen Rose, TX 76043

**Re: Permanent Release of CBM Royalty
 Well VC-505241, VC-504248, and VC-504484
 Dickenson County, Virginia**

Dear Mr. and Mrs. Bise:

As you are aware, EQT Production Company ("EQT") has drilled the above-referenced coalbed methane gas wells on a 32.50 acre tract ("Subject Tract") under pooling orders from the Virginia Gas and Oil Board ("Board"). In the pooling order, we are listed as having conflicting claims. Range Resources - Pine Mountain, Inc. ("RRPM") is listed as claiming under a coal title, and you are listed as claiming under a gas title. The plats indicating the location of the wells within the operating unit are enclosed for your reference.

EQT, as operator of the units, has placed or will place all royalty proceeds attributable to conflicting claims into an escrow account. In order to allow release of the royalty proceeds, RRPM hereby waives any claims to past or to future royalties attributable to your interest in these wells.

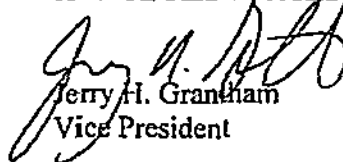
By copy of this letter, RRPM is requesting EQT to initiate distribution directly to you of all current royalties, as well as all future royalties, attributable to your interests in these wells.

Please be advised that EQT may require that you demonstrate that you are the current owner of the gas estate subject to the pooling order. You should work directly with EQT on that issue.

If you have any questions, please do not hesitate to call me at 276-619-2584

Sincerely,

RANGE RESOURCES-PINE MOUNTAIN, INC.


 Jerry H. Grantham
 Vice President

Enclosure

cc: Kristie Shannon, EQT
 Rita Barrett, EQT
 E. Strouth, EQT
 Debbie Louthian, RRPM
 Range Resources - Pine Mountain, Inc.

406 W. Main Street

P. O. Box 2136

Abingdon, VA 24212

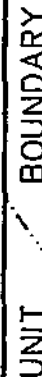
Tel. (276) 628-9001

Fax (276) 628-7246

Abingdon: 779828-1

TRUE

UNIT / BOUNDARY



A circular professional engineer seal for the Commonwealth of Virginia. The outer ring contains the text "COMMONWEALTH OF VIRGINIA" at the top and "CERTIFIED PROFESSIONAL ENGINEER" at the bottom. In the center, the name "B. LEMAN KENDRICK" is printed above the number "No. 8106". A small portion of another seal is visible to the left.

ELEVATIONS ARE BASED ON NGS CONTROL ST. PAUL 2.

LICENSED PROFESSIONAL ENGINEER OR LICENSED LAND SURVEYOR

EXHIBIT "B"
VC-504484
VGOB 01/08/21-0919

TRACT	LESSOR	LEASE STATUS	INTEREST WITHIN UNIT	GROSS ACREAGE IN UNIT	NET REVENUE INTEREST	
<u>Gas Estate Only</u>						
1	Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brithart PO Box 5100 Lebanon, VA 24226	Leased-EPC	89.230000%	52.4400	0.11153750	RI
Tract 1 Totals	Equitable Production Company		89.230000%	52.44	0.78076250	WI
					0.89230000	
2	Imogene Adkins Box 268 Clintwood, VA 24228	Unleased	0.299167%	0.1758	0.00037396	RI
	Dudley Redden Unknown	Unleased	0.099722%	0.0586	0.00012465	RI
	Tim Redden Unknown	Unleased	0.099722%	0.0586	0.00012465	RI
	Angela Redden Unknown	Unleased	0.099722%	0.0586	0.00012465	RI
	Edith A. Goodman, widow Unknown	Unleased	0.299167%	0.1758	0.00037396	RI
	Bruce Adkins and Norma Adkins, H/W Unknown	Unleased	0.299167%	0.1758	0.00037396	RI
	Curtis Bise and Mable Bise, H/W 4218 Highway 144 South Glen Rose, TX 76043	Deemed Leased	1.196667%	0.7033	0.00149583	RI Requested for release on 06/11 docket
	Lorene Wells and Ralph Wells, W/H Unknown	Unleased	1.196667%	0.7033	0.00149593	RI
	Larry Houston, single 2055 Devault Bridge Road, #28 Piney Flats, TN 37686	Deemed Leased	1.196667%	0.7033	0.00149583	RI Requested for release on 06/11 docket
	Seima Adkins Unknown	Unleased	1.196667%	0.7033	0.00149583	RI
	Bill Nash, Single Unknown	Unleased	1.196667%	0.7033	0.00149583	RI
	Welford Dotson, single Route 2, Box 315 Coeburn, VA 24230	Leased-EPC 245752L 01	1.196667%	0.7033	0.00149583	RI Released on 03/25/2008
	Donald R. Hinton and Carolyn Hinton, H/W 404 Punch Run Road Front Royal, VA 22630	Leased-EPC 245752L 02	1.196667%	0.7033	0.00149583	RI
	Albert C. Adkins and Eva Adkins, H/W HC05, Box 682 Coeburn, VA 24230	Unleased	0.979090%	0.5755	0.00122388	RI
	E. C. Adkins and Cloria M. Adkins Burnside their Heirs Successors and Assigns Unknown	Unleased	0.217576%	0.1279	0.00027197	RI
Tract 2 Totals	Equitable Production Company		10.770000%	6.3300	0.09423750	WI
					0.10770000	
TOTAL GAS ESTATE					1.00000000	
					0.00897500	Balance as of 04/30/2011

Coal Estate Only

1	Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart PO Box 5100 Lebanon, VA 24226	Leased-EPC 241490L Tract TL-211	89.230000%	52.4400	0.11153750	R1
	Equitable Production Company				0.79076250	W1
Tract 1 Totals			89.230000%	52.4400	0.89230000	
<hr/>						
2	Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart PO Box 5100 Lebanon, VA 24226	Leased-EPC 244792L TC-153	10.770000%	6.3300	0.01346250	R1
	Equitable Production Company				0.09423750	W1
Tract 2 Totals			10.770000%	6.3300	0.10770000	
<hr/>						
TOTAL COAL ESTATE			100.000000%	58.7700	1.00000000	

EXHIBIT "E"
VC-504484
VGOB 01/08/21-0919

TRACT	LESSOR	LEASE STATUS	INTEREST WITHIN UNIT	GROSS ACREAGE IN UNIT	NET REVENUE INTEREST
<u>Gas Estate Only</u>					
2	Imogene Adkins Box 266 Clintwood, VA 24228	Unleased	0.299167%	0.1758	0.00037396
	Dudley Redden Unknown	Unleased	0.099722%	0.0586	0.00012465
	Tim Redden Unknown	Unleased	0.099722%	0.0586	0.00012465
	Angela Redden Unknown	Unleased	0.099722%	0.0586	0.00012465
	Edith A. Goodman, widow Unknown	Unleased	0.299167%	0.1758	0.00037396
	Bruce Adkins and Norma Adkins, H/W Unknown	Unleased	0.299167%	0.1758	0.00037396
	Lorene Wells and Ralph Wells, W/H Unknown	Unleased	1.196667%	0.7033	0.00149583
	Selma Adkins Unknown	Unleased	1.196667%	0.7033	0.00149583
	Bill Nash, Single Unknown	Unleased	1.196667%	0.7033	0.00149583
	Donald R. Hilton and Carolyn Hilton, H/W 404 Punch Run Road Front Royal, VA 22630	Leased-EPC 245752L 02	1.196667%	0.7033	0.00149583
	Albert C. Adkins and Eva Adkins, H/W HC05, Box 662 Coeburn, VA 24230	Unleased	0.979090%	0.5755	0.00122386

E. C. Adkins and Cloria M. Adkins Burnside their Heirs Successors and Assigns Unknown	Unleased	0.217576%	0.1279	0.00027197
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Coal Estate Only

2 Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart PO Box 5100 Lebanon, VA 24226	Leased-EPC 244792L TC-153	7.179999%	4.2201	0.00897500
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EXHIBIT "EE"

VC-504484

VGOB 01/08/21-0919

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
2	Curtis Bise and Mable Bise, H/W 4218 Highway 144 South Glen Rose, TX 76043	Leased	1.196667%	0.7033
	Larry Houston, single 2055 Devault Bridge Road, #28 Piney Flats, TN 37686	Deemed Leased	1.196667%	0.7033
Total			2.39333400%	1.40660000
TOTAL SUBSEQUENT TO RANGE WAIVER			2.39333400%	1.40660000

INSTRUMENT #120000751
 RECORDED IN THE CLERK'S OFFICE OF
 DICKENSON ON
 JUNE 5, 2012 AT 09:35AM
 RICHARD W. EDWARDS, CLERK
 RECORDED BY: CJF